

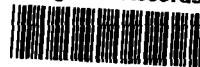


## STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

EPA Region 5 Records Ctr.



225249

## Certificate of Authority

WHEREAS, SERVOMATION CORP.

(using in Missouri the name SERVOMATION CORP.

incorporated under the Laws of the State of DELAWARE for a term

of perpetual years and now in existence and in good standing in said State has filed in the office of the Secretary of State, duly authenticated evidence of its incorporation, as provided by law, and has, in all respects, complied with the requirements of General and Business Corporation Law governing Foreign Corporations;

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify that said corporation is from the date hereof duly authorized to carry on the business of

## See Application

in the State of Missouri, and is entitled to all rights and privileges granted to Foreign Corporations under The General and Business Corporation Law; that the entire amount of its stated capital and surplus is \$105,027,803 and \$5,502,508 of the amount of stated capital of said corporation is

represented by 5,502,508 shares of common @ \$1.00

that the proportion of stated capital and surplus represented in Missouri is \$ 30,763

and that its registered office in Missouri is located at 314 North Broadway, St. Louis

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 20th day of August, 1973.

*James C. Kirkpatrick*  
Secretary of State

RECEIVED OF: SERVOMATION CORP.

Two hundred twenty-three and no/100-----Dollars, \$ 223.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. F-163729

*Dorothy Mae Miller*  
Deputy Collector of Revenue

*State of Missouri . . . Office of Secretary of State*

**APPLICATION FOR FOREIGN CORPORATION  
FOR A CERTIFICATE OF AUTHORITY TO  
TRANSACTION BUSINESS IN MISSOURI**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MO. 65102

Servomation Corporation, a Delaware  
corporation, in compliance with the provisions of The General and Business Corporation Law of Missouri relating  
to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is Servomation Corporation

and it is organized and existing under the laws Delaware

(2) The name it will use in Missouri is Servomation Corporation

(3) The date of its incorporation was 10/18/, 19 60, and the period of its  
duration is Perpetual

(4) The address of its principal office in the state or country of organization is \_\_\_\_\_

100 West 10th Street, Wilmington, Delaware 19801

(Include street and number, if any.)

(5) The address of its proposed registered office in the State of Missouri is \_\_\_\_\_

314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102

(Include street and number, if any)

and the name of its proposed registered agent in the State of Missouri at such address is \_\_\_\_\_

C T CORPORATION SYSTEM

(6) The corporation is transacting business and qualified under the foreign corporation laws of the following  
states and countries other than Missouri: Georgia, Illinois, Iowa, Kentucky, Maryland, Ohio,  
New Jersey, Pennsylvania, New York, California, Indiana, Massachusetts, West V  
Applications pending: Arkansas, Colorado, Connecticut, Kansas, Maine, Michigan

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are: To engage in the business of providing food and refreshment and related products and services, including the operation of restaurants, cafeterias, concessions, automatic vending machines and similar facilities, janitorial and related services and all activities incident to the foregoing.

(8) The names of its officers and directors and their addresses are as follows:

	Name	City and State	Street and No.
President.....	Allan P. Lucht	New York, N.Y.	777 Third Ave. (Room 3800)
Vice President.....	James W. Ellwanger	New York, N.Y.	777 Third Ave. (Room 3800)
Secretary.....	James W. Ellwanger	New York, N.Y.	777 Third Ave. (Room 3800)
Treasurer.....	James W. Ellwanger	New York, N.Y.	777 Third Ave. (Room 3800)
Director.....	Allan P. Lucht	New York, N.Y.	777 Third Ave. (Room 3800)
Director./V.P..	Wallace T. Collett	Cincinnati, Ohio	1365 Glendale-Milford Rd.
Director./V.P..	Charles H. Miller	Lancaster, Pa.	1980 Old Philadelphia Pike
Director./V.P..	Carr Newcomer	Long Beach, Calif.	3201 E. 59th Street
Director./V.P..	Ted R. Nicolay	San Bernardino, Ca.	975 Oak Street See attached rider.

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Common		10,000,000	\$1.00
Preferred		1,000,000	\$1.00

RIDER

Director	Harold A. Steuber, Sr.	Long Beach, Calif.	3201 E. 59 St.
Director	E. B. Grady, Jr.	Concord, N.C.	216 Cedar Drive, N.W.
Director	Luther H. Hodges	Chapel Hill, N.C.	1023 Pinehurst Drive
Director	Wm. G. Maloney	New York, New York	8 Hanover St.
Director	Deane W. Malott	Ithaca, New York	322 Wait Ave.
Director	Orville E. Beal	Short Hills, N.J.	10 Oakland Rd.
Vice Pres.	Paul Wald	Chicago, Ill.	5565 N. Elston Ave.
Vice Pres.	Robert L. Ottenad	Stoneham, Mass.	100 Fallon Rd.
Vice Pres.	John S. L. Brown	Clarkston, Ga.	1085 Montreal Rd.
Vice Pres.	James H. Pierce	New York, New York	777 Third Avenue

RIDER

Rhode Island, Tennessee, Utah, Vermont, Virginia, Wisconsin, Wyoming.

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

<i>Class</i>	<i>Series (if any)</i>	<i>Number of Shares</i>	<i>Par value per share or statement that shares are without par value</i>
Common		5,502,508	5,502,508

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is:

Stated Capital.....	\$ 5,502,508
Paid in Surplus.....	\$ 34,525,295
Total.....	\$ 40,027,803

(12) An estimate of the total value of all the property of the corporation for the following year is..... \$ 75,000,000

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is..... \$ 350,000

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is..... \$ 160,000,000

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is.. \$ 125,000

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is..... \$ 105,027,803

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is..... \$ 30,763

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its \_\_\_\_\_ President, attested by its \_\_\_\_\_ Secretary, this 9th day of August, 1973.

Servomation Corporation  
(Exact Corporate Name)

(CORPORATE SEAL)

ATTEST:

By [Signature] <sup>WPM</sup>  
President or Vice-President

[Signature]  
Secretary or Assistant Secretary

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater; minimum domestication fee applies for all amounts not in excess of \$30,000.)

STATE OF NEW YORK  
COUNTY OF KINGS } SS

I, ALDYTH SHILLEH, a Notary Public, do hereby certify that on this 9th day of August, 1973, personally appeared before me ALLAN P. LUHT, who, being by me first duly sworn (President or Vice-President), declared that he is the PRESIDENT of SERVOMATION CORPORATION, that he signed the foregoing document as PRESIDENT of the corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

My Commission expires: MARCH 30, 1975

ALDYTH SHILLEH  
Notary Public, State of New York  
No. 24-3642750  
Qualified in Kings County  
Commission Expires March 30, 1975



**Office of Secretary of State.**

*J. Robert H. Reed, Secretary of State of the State of Delaware,*

**do hereby certify** that the Certificate of Incorporation of the "UNITED VENDING CORPORATION", was received and filed in this office the eighteenth day of October, A.D. 1960, at 11 o'clock A.M.;

And I do hereby further certify that the said "UNITED VENDING CORPORATION", filed a Certificate of Amendment changing its corporate title to "UNITED SERVOMATION CORP.", on the twentieth day of December, A.D. 1960, at 10 o'clock A.M.;

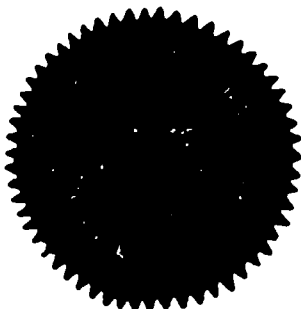
And I do hereby further certify that the said "UNITED SERVOMATION CORP.", filed a Certificate of Amendment changing its corporate title to "SERVOMATION CORP.", on the first day of July, A.D. 1963, at 10 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business;

And I do hereby further certify that the said "SERVOMATION CORP.", is the last known title of record of the aforesaid Corporation.

*In Testimony Whereof, I have hereunto set my hand*

and official seal at Dover this thirty-first day of July in the  
year of our Lord one thousand nine hundred and seventy-three.



*Robert H. Reed*

*Secretary of State*

*W. B. Biddle*

*Ass't Secretary of State*





STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE

JAMES C. KIRKPATRICK  
SECRETARY OF STATE

JEFFERSON CITY 65101

Area Code 314—Telephone 635-7291

September 23, 1974

C T Corporation System  
277 Park Avenue  
New York, New York 10017  
Attn: John E. Quinn

Re: SERVOMATION CORPORATION (F-163729)

Dear Sir:

*This is to advise you that on the date shown below we have filed for record in this office a merger between:*

SERVOMATION MATHIAS, INC. (F-17569) et al (All not qualified in Missouri) Merging into: SERVOMATION CORPORATION (F-163729)

*The merger was filed in this office on September 23, 1974.*

*The merger was filed in the home state of survivor on June 24, 1974.*

*The survivor is qualified to transact business in Missouri.*

*The fee for filing a merger is \$1.25. If you did not send us a check for that amount, a bill for the correct amount is being sent to you.*

*Very truly yours,*

JAMES C. KIRKPATRICK  
Secretary of State

FILED

SEP 23 1974

*James C. Kirkpatrick*  
SECRETARY OF STATE

*Gary B. Ryan*  
Gary B. Ryan  
Corporation Counsel

Ltr. #25

/1kc

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

F-163729

I, ROBERT H. REED, Secretary of State of the State of Delaware, do hereby certify that the Certificate of Ownership of the "SERVOMATION CORP.", a corporation organized and existing under the laws of the State of Delaware, merging "SERVOMATION JOY, INC.", a corporation organized and existing under the laws of the State of New York, "GEM FOOD SERVICE, INC.", "SERVOMATION CATERERS, INC.", "SERVOMATION-GEM, INC.", "SERVOMATION-NORMAN CO.", "SERVOMATION OF CHARLOTTE, INC.", "SERVOMATION OF FAYETTEVILLE, INC.", "SERVOMATION-SMOKEY MOUNTAIN, INC." and "SERVOMATION-WARD, INC.", corporations organized and existing under the laws of the State of North Carolina, "SERVOMATION MATHIAS PA., INC.", a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, "SERVOMATION OF WISCONSIN, INC.", a corporation organized and existing under the laws of the State of Wisconsin, "SERVOMATION VALLEY, INC.", a corporation organized and existing under the laws of the State of Alabama, "SERVOMATION-STATE, INC.", and "TWIN CITY VENDING CO., INC.", corporations organized and existing under the laws of the State of Arkansas, "SERVOMATION RAY CITIES, INC.", "SERVOMATION CENTRAL CALIFORNIA, INC.", "D. & D. DISTRIBUTING CO.", "SERVOMATION OF SOUTHERN CALIFORNIA, INC.", "SERVOMATION TRL-COUNTIES, INC.", "SERVOMATION-20TH CENTURY CORP." and "VILLA CANTERBURY VENDING CORP.", corporations organized and existing under the laws of the State of California, "SERVOMATION OF NORTH ALABAMA, INC.", a corporation organized and existing under the laws of the State of Delaware, "SERVOMATION OF EAST GEORGIA, INC.", a corporation organized and existing under the laws of the State of Georgia, "SERVOMATION OF INDIANA, INC.", "SERVOMATION OF KOKOMO, INC.", "SERVOMATION OF MADISON, INC." and "SERVOMATION OF RICHMOND, INC.", corporations organized and existing under the laws of the State of Indiana, "SERVOMATION OF CENTRAL KENTUCKY, INC." and "SERVOMATION OF LOUISVILLE, INC.", corporations organized and existing under the laws of the State of Kentucky, "SERVOMATION MATHIAS, INC.", a corporation organized and existing under the laws of the State of Maryland, "SERVOMATION OF CENTRAL MICHIGAN, INC.", "SERVOMATION OF GRAND RAPIDS, INC.", "SERVOMATION OF SAGINAW VALLEY, INC.", "SERVOMATION OF SOUTHWESTERN MICHIGAN, INC." and "SERVOMATION OF WEST MICHIGAN, INC.", corporations organized and existing under the laws of the State of Michigan, "BROCKMEYER VENDING, INC." and "SERVOMATION TWIN CITIES, INC.", corporations organized and existing under the laws of the State of Minnesota and "SERVOMATION-AJAX CO., INC.", a corporation organized and existing under the laws of the State of Mississippi, pursuant to Section 253 of the General Corporation Law of the State of Delaware, was received and filed in this office the twenty-fourth day of June, A.D. 1974, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set  
my hand and official seal at Dover  
this eleventh day of September in  
the year of our Lord one thousand  
nine hundred and seventy-four.



*Robert H. Reed*  
Secretary of State

F-17569  
9/1/74  
(Ellen)  
74 & P. 12

STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, ROBERT H. REED, Secretary of State of the State of Delaware, do hereby certify that the Certificate of Ownership of the "SERVOMATION CORP.", a corporation organized and existing under the laws of the State of Delaware, merging "SERVOMATION JOY, INC.", a corporation organized and existing under the laws of the State of New York, "GEM FOOD SERVICE, INC.", "SERVOMATION CATERERS, INC.", "SERVOMATION-GEM, INC.", "SERVOMATION-NORMAN CO.", "SERVOMATION OF CHARLOTTE, INC.", "SERVOMATION OF FAYETTEVILLE, INC.", "SERVOMATION-SMOKEY MOUNTAIN, INC." and "SERVOMATION-WARD, INC.", corporations organized and existing under the laws of the State of North Carolina, "SERVOMATION MATHIAS PA., INC.", a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, "SERVOMATION OF WISCONSIN, INC.", a corporation organized and existing under the laws of the State of Wisconsin, "SERVOMATION VALLEY, INC.", a corporation organized and existing under the laws of the State of Alabama, "SERVOMATION-STATE, INC.", and "TWIN CITY VENDING CO., INC.", corporations organized and existing under the laws of the State of Arkansas, "SERVOMATION BAY CITIES, INC.", "SERVOMATION CENTRAL CALIFORNIA, INC.", "D. & D. DISTRIBUTING CO.", "SERVOMATION OF SOUTHERN CALIFORNIA, INC.", "SERVOMATION TRI-COUNTIES, INC.", "SERVOMATION-20TH CENTURY CORP." and "VILLA CANTERBURY VENDING CORP.", corporations organized and existing under the laws of the State of California, "SERVOMATION OF NORTH ALABAMA, INC.", a corporation organized and existing under the laws of the State of Delaware, "SERVOMATION OF EAST GEORGIA, INC.", a corporation organized and existing under the laws of the State of Georgia, "SERVOMATION OF INDIANA, INC.", "SERVOMATION OF KOKOMO, INC.", "SERVOMATION OF MADISON, INC." and "SERVOMATION OF RICHMOND, INC.", corporations organized and existing under the laws of the State of Indiana, "SERVOMATION OF CENTRAL KENTUCKY, INC." and "SERVOMATION OF LOUISVILLE, INC.", corporations organized and existing under the laws of the State of Kentucky, "SERVOMATION MATHIAS, INC.", a corporation organized and existing under the laws of the State of Maryland, "SERVOMATION OF CENTRAL MICHIGAN, INC.", "SERVOMATION OF GRAND RAPIDS, INC.", "SERVOMATION OF SAGINAW VALLEY, INC.", "SERVOMATION OF SOUTHWESTERN MICHIGAN, INC." and "SERVOMATION OF WEST MICHIGAN, INC.", corporations organized and existing under the laws of the State of Michigan, "BROCKMEYER VENDING, INC." and "SERVOMATION TWIN CITIES, INC.", corporations organized and existing under the laws of the State of Minnesota and "SERVOMATION-AJAX CO., INC.", a corporation organized and existing under the laws of the State of Mississippi, pursuant to Section 253 of the General Corporation Law of the State of Delaware, was received and filed in this office the twenty-fourth day of June, A.D. 1974, at 10 o'clock A.M.

IN TESTIMONY WHEREOF, I have hereunto set  
my hand and official seal at Dover  
this eleventh day of September in  
the year of our Lord one thousand  
nine hundred and seventy-four.



*Robert H. Reed*  
Secretary of State



# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

## Certificate of Merger— Foreign Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

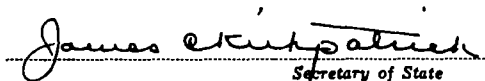
Name of Corporation SERVOMATION MIDWEST, INC. (73116) Into  
SERVOMATION CORP.

Organized and Existing Under Laws of Missouri and Delaware  
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned corporations with SERVOMATION CORP.

as the surviving corporation, shall be effective on the date on which the same becomes effective in the State of Delaware.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 31st day of March, 1975.

  
Secretary of State

SERVOMATION CORP.

RECEIVED OF: Three and no/100 Dollars, \$ 3.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. F-163729

  
Deputy Collector of Revenue

ARTICLES OF MERGER  
OF  
SERVOMATION MIDWEST, INC.  
INTO  
SERVOMATION CORP.

The undersigned corporations, pursuant to the provisions of "The General and Business Corporation Law of Missouri" as amended, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Servomation Midwest, Inc.	Missouri
Servomation Corp.	Delaware

ARTICLE TWO

The laws of Delaware, the State under which such foreign corporation is organized, permit such merger.

### ARTICLE THREE

The name of the surviving corporation shall be Servomation Corp., and it shall be governed by the laws of the State of Delaware.

### ARTICLE FOUR

The plan of merger is as follows:

#### PLAN OF MERGER

OF

SERVOMATION MIDWEST, INC.

INTO

SERVOMATION CORP.

1. The names of the corporations proposing to merge are Servomation Midwest, Inc. and Servomation Corp. The surviving corporation shall be Servomation Corp.

2. The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:

(a) This Plan of Merger, upon approval by the Board of Directors of Servomation Midwest, Inc., shall be submitted to the sole shareholder of Servomation Midwest, Inc. for its approval. Upon such approval, the Articles of Merger shall be filed with the appropriate state officials of the State of Missouri, in accordance with the requirements of the General and Business Corporation Law of the State of Missouri.

(b) Upon approval of this Plan of Merger by the Board of Directors of Servomation Corp., a Certificate of Ownership and Merger shall be filed with the appropriate state officials of the State of Delaware, in accordance with the requirements of the General Corporation Law of the State of Delaware.

(c) Upon effectuation of the proposed merger, the corporations party to this plan of merger shall be a single corporation which shall be Servomation Corp., the surviving corporation.

(d) The separate existence of Servomation Midwest, Inc. shall cease.

(e) Servomation Corp. as the surviving corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities which it presently has as a foreign corporation authorized to do business in the State of Missouri.

(f) Servomation Corp., as the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well as of a public as of a private nature, of each of the merging corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all

other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged, shall be taken and deemed to be transferred to and vested in Servomation Corp. without further act or deed; and title to any real estate, or any interest therein, under the laws of the State of Missouri vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

(g) Servomation Corp. shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if such merger had not taken place, or such surviving corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of such corporations shall be impaired by such merger.

(h) The effective date of the merger shall be March 31, 1975.

3. Forthwith upon the effective date of the merger of Servomation Midwest, Inc. into Servomation Corp., each share of common stock of Servomation Midwest, Inc. shall be cancelled and the certificates representing such shares shall be surrendered to Servomation Corp., the owner of all of the outstanding shares of Servomation Midwest, Inc.

4. No changes in the articles of incorporation



of Servomation Corp., the surviving corporation, shall be effected by the merger.

#### ARTICLE FIVE

A majority of the Board of Directors of Servomation Midwest, Inc., constituting a quorum, met on March 24, 1975, and by resolution adopted by a unanimous vote of the members of such Board present approved the plan of merger set forth in these articles, which plan thereafter was approved by written consent of the shareholder of Servomation Midwest, Inc. pursuant to Section 351.273 of the Missouri General and Business Corporation Law, and the Board of Directors of Servomation Corp. by unanimous written consent, given pursuant to section 141(f) of the Delaware General Corporation Law, approved the plan of merger set forth in these articles, which plan of merger, in accordance with the provisions of Section 253 of the Delaware General Corporation Law, was not required to be submitted to the shareholders of Servomation Corp.

#### ARTICLE SIX

There are 1000 shares of Servomation Midwest, Inc. outstanding, all of which are entitled to vote.

#### ARTICLE SEVEN

The number of shares of Servomation Midwest, Inc. voted for the plan of merger was 1000. No shares were voted against the plan of merger.

## ARTICLE EIGHT

All provisions of the law of the State of Missouri and the State of Delaware applicable to the proposed merger have been complied with.

## ARTICLE NINE

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

1. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation.

2. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Servomation Corp., 777 Third Avenue, New York, New York 10017.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized

under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

#### ARTICLE TEN

The surviving corporation states as follows:

1. Said corporation will own property in the State of Missouri.
2. Said corporation will do business in the State of Missouri.

IN WITNESS WHEREOF, said Servomation Midwest, Inc., a corporation existing under the laws of the State of Missouri, has caused these articles to be executed in its name by its <sup>vice/</sup>president, and its corporate seal to be thereto affixed, attested by its <sup>assistant</sup>secretary this 27<sup>th</sup> day of March, 1975.

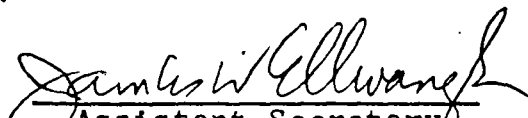
SERVOMATION MIDWEST, INC.

By

  
Vice President

 (CORPORATE SEAL)

Test:

  
Assistant Secretary

IN WITNESS WHEREOF, said Servomation Corp., a corporation existing under the laws of the State of Delaware, has caused these articles to be executed in its name by its president and its corporate seal to be thereto affixed, attested by its secretary this 27th day of March, 1975.

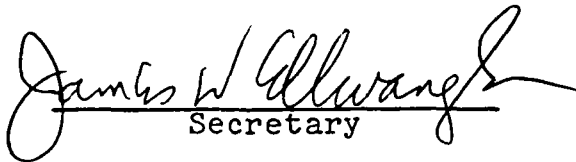
SERVOMATION CORP.

By

  
President


(CORPORATE SEAL)

Attest:

  
Secretary

STATE OF NEW YORK    )  
                              ) ss.  
COUNTY OF NEW YORK )

I, ALDYTH SHILLEH, a Notary Public, do hereby certify that on this 27th day of March, 1975, personally appeared before me ALLAN P. LUCHT, who, being by me first duly sworn declared that he is the Vice President of Servomation Midwest, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

  
Notary Public

My Commission Expires: March 30, 1975

ALDYTH SHILLEH  
Notary Public, State of New York  
No. 24-3642750  
Qualified in Kings County  
Commission Expires March 30, 1975

STATE OF NEW YORK    )  
                              )  
COUNTY OF NEW YORK    )   ss.

I, ALDYTH SHILLEH, a Notary Public,  
do hereby certify that on this 27<sup>th</sup> day of March, 1975,  
personally appeared before me ALLAN P. LUCHT, who, being  
by me first duly sworn declared that he is the President of  
Servomation Corp., that he signed the foregoing document  
as President of the corporation, and that the statements  
therein contained are true.

*Aldyth Shilleh*  
Notary Public

My Commission Expires: March 30, 1975   ALDYTH SHILLEH  
Notary Public, State of New York  
No. 24-3642750  
Qualified in Kings County  
Commission Expires March 30, 1975

FILED AND CERTIFICATE  
ISSUED

MAR 31 1975

*James Crispin Patrick*  
Corporation Dept.   SECRETARY OF STATE



# State of DELAWARE

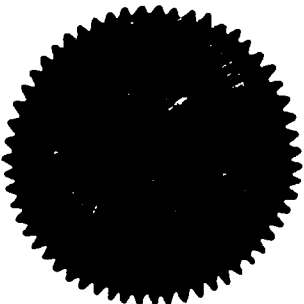
Office of SECRETARY OF STATE

*I, Robert H. Reed, Secretary of State of the State of Delaware,*

*do hereby certify* that the Certificate of Ownership of the "SERVOMATION CORP.",  
a corporation organized and existing under the laws of the State of Delaware,  
merging "SERVOMATION MIDWEST, INC.", a corporation organized and existing under  
the laws of the State of Missouri, pursuant to Section 253 of the General Corporation  
Law of the State of Delaware, was received and filed in this office the twenty-seventh  
day of March, A.D. 1975, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly  
incorporated under the laws of the State of Delaware and is in good standing  
and has a legal corporate existence so far as the records of this office show  
and is duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* twenty-seventh *day*  
*of* March *in the year of our Lord*  
*one thousand nine hundred and* seventy-five.



Robert H. Reed

Secretary of State

Grover A. Biddle Assistant Secretary of State



**STATE of MISSOURI**  
**JAMES C. KIRKPATRICK, Secretary of State**  
**CORPORATION DIVISION**

**Certificate of Merger—**  
**Foreign Corporation Surviving**

WHEREAS, Articles of Merger of the following corporations:

Name of Corporation **SERVOMATION OZARK, INC. (118146)** Into  
**SERVOMATION CORP.**

Organized and Existing Under Laws of **Missouri and Delaware**

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying to the foregoing and certifying that the merger of the aforementioned corporations with **SERVOMATION CORP.**

as the surviving corporation, shall be effective on the date on which the same becomes effective in the State of **Delaware**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this **27th** day of **June**, 19 **75**

*James C. Kirkpatrick*  
 Secretary of State

**SERVOMATION CORP.**

RECEIVED OF: \_\_\_\_\_  
**Three and no/100**----- Dollars, \$ **3.00**

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. **F-163729**

*Dorothy Mae Miller*  
 Deputy Collector of Revenue

ARTICLES OF MERGER  
OF  
SERVOMATION OZARK, INC.  
INTO  
SERVOMATION CORP.

The undersigned corporations, pursuant to the provisions of "The General and Business Corporation Law of Missouri" as amended, hereby execute the following articles of merger:

ARTICLE ONE

The names of the corporations proposing to merge and the names of the States under the law of which such corporations are organized, are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Servomation Ozark, Inc.	Missouri
Servomation Corp.	Delaware

ARTICLE TWO

The laws of Delaware, the State under which such foreign corporation is organized, permit such merger.



ARTICLE THREE

The name of the surviving corporation shall be Servomation Corp., and it shall be governed by the laws of the State of Delaware.

ARTICLE FOUR

The plan of merger is as follows:

PLAN OF MERGER  
OF  
SERVOMATION OZARK, INC.  
INTO  
SERVOMATION CORP.

1. The names of the corporations proposing to merge are Servomation Ozark, Inc. and Servomation Corp. The surviving corporation shall be Servomation Corp.

2. The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:

(a) This Plan of Merger, upon approval by the Board of Directors of Servomation Ozark, Inc., shall be submitted to the sole shareholder of Servomation Ozark, Inc. for its

approval. Upon such approval, the Articles of Merger shall be filed with the appropriate state officials of the State of Missouri, in accordance with the requirements of the General and Business Corporation Law of the State of Missouri.

(b) Upon approval of this Plan of Merger by the Board of Directors of Servomation Corp., a Certificate of Ownership and Merger shall be filed with the appropriate state officials of the State of Delaware, in accordance with the requirements of the General Corporation Law of the State of Delaware.

(c) Upon effectuation of the proposed merger, the corporations party to this plan of merger shall be a single corporation which shall be Servomation Corp., the surviving corporation.

(d) The separate existence of Servomation Ozark, Inc. shall cease.

(e) Servomation Corp. as the surviving corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all the duties and liabilities which it

presently has as a foreign corporation authorized to do business in the State of Missouri.

(f) Servomation Corp., as the surviving corporation, shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well as of a public as of a private nature, of each of the merging corporations; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of the corporations so merged, shall be taken and deemed to be transferred to and vested in Servomation Corp. without further act or deed; and title to any real estate, or any interest therein, under the laws of the State of Missouri vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

(g) Servomation Corp. shall thenceforth be responsible and liable for all the liabilities and obligations of each of the corporations so merged; and any claim existing or action or proceeding pending by or against any of such

corporations may be prosecuted to judgment as if such merger had not taken place, or such surviving corporation may be substituted in its place.

Neither the rights of creditors nor any liens upon the property of any of such corporations shall be impaired by such merger.

(h) The effective date of the merger shall be June 28, 1975., for tax and accounting purposes.

3. Forthwith upon the effective date of the merger of Servomation Ozark, Inc. into Servomation Corp., each share of common stock of Servomation Ozark, Inc. shall be cancelled and the certificates representing such shares shall be surrendered to Servomation Corp., the owner of all of the outstanding shares of Servomation Ozark, Inc.

4. No changes in the articles of incorporation of Servomation Corp., the surviving corporation, shall be effected by the merger.

#### ARTICLE FIVE

A majority of the Board of Directors of Servomation Ozark, Inc., constituting a quorum, met on June 10, 1975, and by resolution adopted by a unanimous vote of the members of such Board present approved

the plan of merger set forth in these articles, which plan thereafter was approved by written consent of the shareholder of Servomation Ozark, Inc. pursuant to Section 351.273 of the Missouri General and Business Corporation Law, and the Board of Directors of Servomation Corp. by unanimous written consent, given pursuant to section 141(f) of the Delaware General Corporation Law, approved the plan of merger set forth in these articles, which plan of merger, in accordance with the provisions of Section 253 of the Delaware General Corporation Law, was not required to be submitted to the shareholders of Servomation Corp.

#### ARTICLE SIX

There are 5 shares of Servomation Ozark, Inc. outstanding, all of which are entitled to vote.

#### ARTICLE SEVEN

The number of shares of Servomation Ozark, Inc. voted for the plan of merger was 5. No shares were voted against the plan of merger.

#### ARTICLE EIGHT

All provisions of the laws of the State of

Missouri and the State of Delaware applicable to the proposed merger have been complied with.

#### ARTICLE NINE

It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

1. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation.

2. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Servomation Corp., 777 Third Avenue, New York, New York 10017.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

#### ARTICLE TEN

The surviving corporation states as follows:

1. Said corporation will own property in the State of Missouri.

2. Said corporation will do business in the State of Missouri.

IN WITNESS WHEREOF, said Servomation Ozark, Inc., a corporation existing under the laws of the State of Missouri, has caused these articles to be executed in its name by its vice president, and its corporate seal to be thereto affixed, attested by its assistant secretary this 10th day of June, 1975.

SERVOMATION OZARK, INC.

By

  
Vice President


  
  
Assistant Secretary

IN WITNESS WHEREOF, said Servomation Corp., a corporation existing under the laws of the State of Delaware, has caused these articles to be executed in its name by its president and its corporate seal to be thereto affixed, attested by its secretary this 10 day of June, 1975.

SERVOMATION CORP.

(CORPORATE  
SEAL)

By

  
President

Attest:

  
Secretary

STATE OF NEW YORK     )  
                                  : ss.  
COUNTY OF NEW YORK    )

I, ALDYTH SHILLEH, a Notary Public, do hereby certify that on this 10<sup>th</sup> day of June, 1975, personally appeared before me ALLAN P. LUCHT who, being by me first duly sworn declared that he is the Vice President of Servomation Ozark, Inc., that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

  
Notary Public

ALDYTH SHILLEH  
Notary Public, State of New York  
No. 24-864750  
Qualified in Queens County  
Commission Expires March 30, 1977



STATE OF NEW YORK     )  
                              : ss.  
COUNTY OF NEW YORK    )

I, ALDYTH SHILLEH , a Notary Public,  
do hereby certify that on this 10<sup>th</sup> day of June, 1975,  
personally appeared before me ALLAN P. LUCHT who,  
being by me first duly sworn declared that he is the  
President of Servomation Corp., that he signed the fore-  
going document as President of the corporation, and that  
the statements therein contained are true.

*Aldyth Shilleh*  
Notary Public

ALDYTH SHILLEH  
Notary Public, State of New York  
No. 24-364250  
Qualified in Queens County  
Commission Expires March 30, 1977

FILED AND CERTIFICATE  
ISSUED

JUN 27 1975

*James G. Thompson*  
Corporation Dept. SECRETARY OF STATE

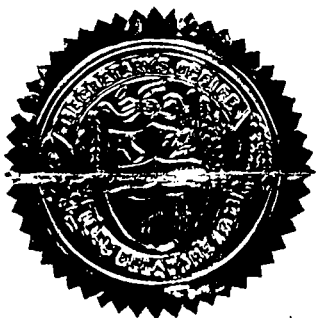
STATE OF DELAWARE

OFFICE OF SECRETARY OF STATE

I, ROBERT H. REED, Secretary of State of the State of Delaware, do hereby further certify that the Certificate of Ownership of the "SERVOMATION CORP.", a corporation organized and existing under the laws of the State of Delaware, merging "ACTION VENDING COMPANY, INC.", a corporation organized and existing under the laws of the State of Alaska, "TOMMY WOODS VENDING CO.", a corporation organized and existing under the laws of the State of Kentucky, "LEE SALES, INCORPORATED", a corporation organized and existing under the laws of the State of Maryland, "SERVOMATION OZARK, INC.", a corporation organized and existing under the laws of the State of Missouri, "SERVOMATION OF NEW MEXICO, INC.", a corporation organized and existing under the laws of the State of New Mexico, "AUTOMATIC FOOD VENDORS, INC.", a corporation organized and existing under the laws of the State of North Carolina, "PATTERSON VENDING & MUSIC CO.", a corporation organized and existing under the laws of the State of Oklahoma, "SERVOMATION OF PORTLAND, INC.", a corporation organized and existing under the laws of the State of Oregon, "SFG, INC.", a corporation organized and existing under the laws of the State of South Carolina, "SERVOMATION CLEVETENN, INC.", "SERVOMATION-KASET'S, INC.", "SERVOMATION OF CENTRAL TENNESSEE, INC.", "SERVOMATION OF CHATTANOOGA, INC.", "SERVOMATION OF DYERSBURG, INC.", and "SERVOMATION-WILLOUGHBY CO., INC.", corporations organized and existing under the laws of the State of Tennessee, "SERVOMATION FOODS OF HOUSTON, INC.", "SERVOMATION GULF COAST, INC.", "SERVOMATION OF SAN ANTONIO, INC.", and "SERVOMATION SOUTHWEST, INC.", corporations organized and existing under the laws of the State of Texas and "SERVOMATION OF WASHINGTON, INC.", a corporation organized and existing under the laws of the State of Washington, pursuant to Section 253 of the General Corporation Law of the State of Delaware, was received and filed in this office the thirteenth day of June, A.D. 1975, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business.

IN TESTIMONY WHEREOF, I have hereunto set my  
hand and official seal at Dover this  
thirteenth day of June in the year of our  
Lord one thousand nine hundred and seventy-  
five.



*Robert H. Buel*

Secretary of State



STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE

JAMES C. KIRKPATRICK  
SECRETARY OF STATE

JEFFERSON CITY 65101

Area Code 314—Telephone 635-7291

9 February, 1976

C T Corporation System  
277 Park Avenue  
New York, New York 10017

Re: SERVOMATION CORP. (F00163729)

Dear Sir:

This is to advise you that on the date shown below we have filed for record in this office a merger between:

Eight foreign corporations, not qualified in Missouri into  
SERVOMATION CORP. (F00163729)

The merger was filed in this office on 9 February, 1976.

The merger was filed in the home state of survivor on 29 December, 1975.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$1.25. If you did not send us a check for that amount, a bill for the correct amount is being sent to you.

FILED

FEB 9 1976

*James C. Kirkpatrick*  
SECRETARY OF STATE

Very truly yours,

JAMES C. KIRKPATRICK  
Secretary of State

Merger Desk  
314/751-3230

Ltr.#25  
:INTM



# State of DELAWARE

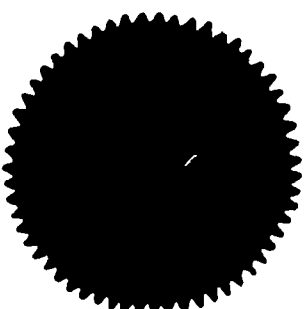
Office of SECRETARY OF STATE

*I, Robert H. Reed, Secretary of State of the State of Delaware,*

*do hereby certify* that the Certificate of Ownership of the "SERVOMATION CORP.", a corporation organized and existing under the laws of the State of Delaware, merging "METRO BARNS, INC.", "SILVER HILL BARNS, INC.", "CORAL HILLS BARNS, INC.", "GAITHERSBURG BARNS, INC." and "ST. BARNABAS BARNS, INC.", corporations organized and existing under the laws of the State of Maryland, "CAPITOL BARNS, INC.", a corporation organized and existing under the laws of the Commonwealth of Virginia, and "STRANG BARNS, INC." and "UTOPIA BARNS, INC.", corporations organized and existing under the laws of the State of Ohio, pursuant to Section 253 of the General Corporation Law of the State of Delaware, was received and filed in this office the twenty-ninth day of December, A.D. 1975, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence so far as the records of this office show and is duly authorized to transact business.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* fourteenth *day*  
*of* January *in the year of our Lord*  
*one thousand nine hundred and* seventy-six.



*Robert H. Reed*

Robert H. Reed

Secretary of State

*Grover A. Biddle*

Grover A. Biddle Assistant Secretary of State



JAMES C. KIRKPATRICK  
SECRETARY OF STATE

STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE

JEFFERSON CITY 65101

314 / 751- 3230

February 16, 1979

C. T. Corporation System  
277 Park Avenue  
New York, N.Y. 10017

Re:

SERVOMATION CORP. F163729

Dear Sir:

This is to advise you that on the date shown below we have filed for record in this office a merger between:

GDV FOOD SERVICES, INC. (a Delaware Corporation not qualified in Mo.)  
into

SERVOMATION CORP. (F00163729) the Survivor.

The merger was filed in this office on February 16, 1979.

The merger was filed in the home state of survivor on January 25, 1979.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$10.00, plus \$1.00 for each additional foreign or Missouri corporation over two in number. If you did not send us a check for that amount, a bill for the correct amount is being sent to you.

Very truly yours,

JAMES C. KIRKPATRICK  
Secretary of State

Corporation Division  
Merger Desk  
314/751-3230

**FILED**

FEB 16 1979

  
SECRETARY OF STATE

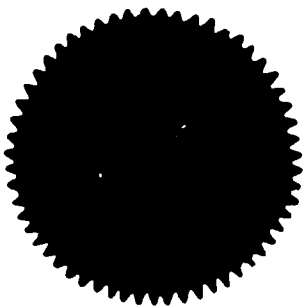


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Glenn C. Kenton Secretary of State of the State of Delaware,*  
*do hereby certify* that the Certificate of Agreement of Merger of the "GDV Food  
Services, Inc.", merging with and into the "SERVOMATION CORP.", under the name of  
"SERVOMATION CORP.", was received and filed in this office the twenty-fifth day of  
January, A.D. 1979, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* \_\_\_\_\_ *ninth* \_\_\_\_\_ *day*  
*of* \_\_\_\_\_ *February* \_\_\_\_\_ *in the year of our Lord*  
*one thousand nine hundred and* seventy-nine.



*Glenn C. Kenton*

Secretary of State

*John J. Dunne*

Assistant Secretary of State



JAMES C. KIRKPATRICK  
SECRETARY OF STATE

STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE  
JEFFERSON CITY 65101

314 / 751-3230

January 27 1983

C T Corporation System  
1633 Broadway  
New York NY 10019  
ATTN: GLENN G. WASSERMANN

RE: SERVOMATION CORP. (#F00163729)

Dear Sir or Madam:

This is to advise you that on the date shown below we have filed  
for record in this office a merger between:

ROWE AUTOMATIC VENDORS, INC. (A California corp not qualified)

INTO:

SERVOMATION CORP. (#F00163729)

The merger was filed in this office on January 27 1983.

The merger was filed in the home state of survivor on December 1 1982.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$10.00, plus \$1.00 for each additional  
foreign corporation qualified in Missouri over two in number. If you  
did not send us a check for that amount, a bill for the correct amount  
is being sent to you.

Very truly yours,

JAMES C. KIRKPATRICK  
Secretary of State

Corporation Division  
Merger Desk  
314/751-3230

FILED

JAN 27 1983

*James C. Kirkpatrick*  
SECRETARY OF STATE





FILED

JAN 27 1983

*James G. Thompson*  
SECRETARY OF STATE

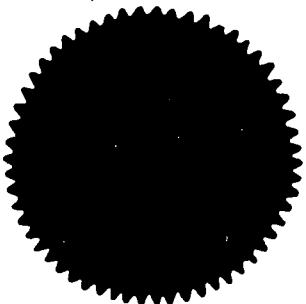
State  
of  
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware,*  
*do hereby certify* that the Certificate of Ownership of the "SERVOMATION CORP.", a  
corporation organized and existing under the laws of the State of Delaware, merging  
"ROWE AUTOMATIC VENDORS, INC.", a corporation organized and existing under the laws of  
State of California, pursuant to Section 253 of the General Corporation Law of the State  
of Delaware, was received and filed in this office the first day of December, A.D. 1982,  
at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation is duly incorporated  
under the laws of the State of Delaware and is in good standing and has a legal corporate  
existence so far as the records of this office show and is duly authorized to transact  
business.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* twentieth *day*  
*of* January *in the year of our Lord*  
*one thousand nine hundred and* eighty-three.



*Glenn C. Kenton*  
Glenn C. Kenton, Secretary of State



JAMES C. KIRKPATRICK  
SECRETARY OF STATE

STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE  
JEFFERSON CITY 65101

314 / 751- 3230

March 28 1983

C T Corporation System  
1633 Broadway  
New York NY 10019  
ATTN: KIT RASEMAN

RE: SERVOMATION CORP. (#F00163729)

Dear Sir or Madam:

This is to advise you that on the date shown below we have filed  
for record in this office a merger between:

SERVOMATION OF ATLANTA, INC. (A Georgia corp not qualified)

INTO:

SERVOMATION CORP. (#F00163729)

The merger was filed in this office on March 28 1983.

The merger was filed in the home state of survivor on December 23 1981.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$10.00, plus \$1.00 for each additional  
foreign corporation qualified in Missouri over two in number. If you  
did not send us a check for that amount, a bill for the correct amount  
is being sent to you.

Very truly yours,

JAMES C. KIRKPATRICK  
Secretary of State

Corporation Division  
Merger Desk  
314/751-3230

FILED

MAR 28 1983

  
SECRETARY OF STATE



# State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton *Secretary of State of the State of Delaware,*  
*do hereby certify* that the Certificate of Ownership of the "SERVOMATION CORP.", a  
corporation organized and existing under the laws of the State of Delaware, merging  
"SERVOMATION OF ATLANTA, INC.", a corporation organized and existing under the laws of the  
State of Georgia, pursuant to Section 253 of the General Corporation Law of the State of  
Delaware, was received and filed in this office the twenty-third day of December, A.D.  
1981, at 10 o'clock A.M.

FILED

MAR 28 1983

*James C. Kenton*  
SECRETARY OF STATE

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this eighteenth day  
of February in the year of our Lord  
one thousand nine hundred and eighty-two.

*Glenn C. Kenton*  
Glenn C. Kenton, Secretary of State



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

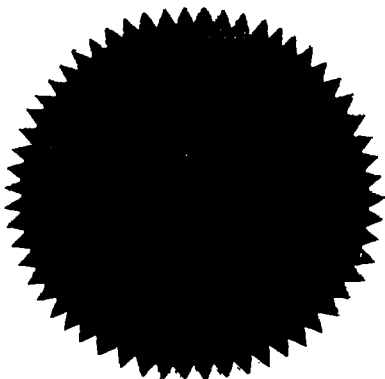
CORPORATION DIVISION

## Amended Certificate of Authority of a Foreign Corporation

WHEREAS, SERVICE AMERICA CORPORATION d/b/a SERVICE AMERICA CORPORATION OF DELAWARE (FORMERLY: SERVOMATION CORP.) incorporated under the Laws of the State of DELAWARE and now in existence and in good standing in said State, and qualified to transact business in Missouri has delivered to me, duly authenticated evidence of an amendment to its Articles of Incorporation as provided by law, and has, in all respects, complied with the requirements of The General and Business Corporation Law of Missouri, governing Amendments to the Articles of Incorporation of Foreign Corporations:

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify that I have filed said Articles of Amendment as provided by law and in accordance therewith issue this Certificate of Amendment.

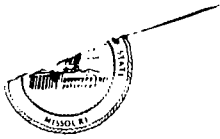
IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of October, 19 85.



*Roy D. Blunt*  
Secretary of State

RECEIVED OF: SERVICE AMERICA CORPORATION d/b/a SERVICE AMERICA CORPORATION OF DELAWARE  
FIFTEEN DOLLARS----- Dollars, \$ 15.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.



State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

Application for an Amended Certificate of Authority  
for a Foreign Corporation

(To be submitted in duplicate by an attorney.)

HONORABLE ROY D. BLUNT  
SECRETARY OF STATE  
STATE OF MISSOURI  
P.O. BOX 778  
JEFFERSON CITY, MO 65102

Service America Corporation (Formerly: SERVOMATION CORP.), a corporation,

pursuant to the provisions of "The General and Business Corporation Law of Missouri" relating to amended certificate of authority of Foreign Corporation, does hereby state,

(1) Its name is Service America Corporation

it was incorporated in the State of Delaware; and it was qualified

in the State of Missouri on August 20, 1973

(2) The name it will use in Missouri is Service America Corporation of Delaware

(3) The address of its principal office in the state or country of organization is Corporation Trust Center,  
1209 Orange Street, Wilmington, DE 19801

(Include street and number, if any.)

(4) The address of its registered agent in Missouri is

314 North Broadway, St. Louis, MO 63102

(Include street and number, if any.)

and the name of registered agent in Missouri at such address is CT Corporation System

(5) The corporation is qualified under the following states and countries other than Missouri:

In United States: All states and the District of Columbia except for  
North Dakota, South Dakota, Idaho, Utah, Montana,  
and Hawaii

In Canada: Ontario and Quebec

**FILED**  
**AND AMENDED CERTIFICATE OF**  
**AUTHORITY ISSUED**

OCT 29 1985

*Roy D. Blunt*

Corporation Dept. SECRETARY OF STATE

(6) By appropriate corporate action on August 7, 1985, the corporation:

1. Changed its corporate name to Service America Corporation

2. Changed its period of duration to

(7) The specific purpose or purposes which the corporation intends to pursue in the transaction of business in M changed to read as follows: (restate purposes if changed)

(8) There is attached hereto a Certificate of the Secretary of State of the State of Delaware relating to the amendment(s), set forth in item 6 above and showing that the Corporation is in existence and in good standing in said State.

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its President or Vice-President and attested by its Secretary or Assistant Secretary this 21st day of October, 19 85.

CORPORATE SEAL  
If no seal, state "None".

Service America Corporation  
(Exact Corporate Name)

By Mark A. Garfinkle Mark A. Garfinkle  
~~President~~ Vice-President, Secretary  
General Counsel

ATTEST:

By Mark L. Kreiser  
~~Secretary~~ Assistant Secretary &  
Assistant General Counsel

State of Maryland }  
County of Baltimore } ss

I, Nancy Beth Sachs, a Notary Public, do hereby certify that on the 21st day of October, 19 85, personally appeared before me Mark A. Garfinkle, who, being by me first duly sworn, declared that he is the Vice President, Secretary and General Counsel of Service America Corporation, that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.


(Notarial Seal)

Nancy Beth Sachs  
Notary Public

My commission expires July 1, 1986

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY SERVICE AMERICA CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

7	1	0	0	5	6	9	8	9	0
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Michael Harkins, Secretary of State

DATE: 09/30/1985

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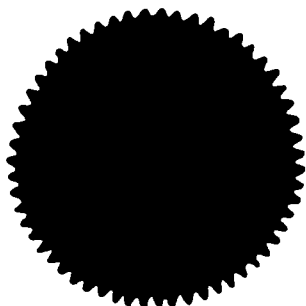


# State of DELAWARE

Office of SECRETARY OF STATE

*I, Michael Harkins, Secretary of State of the State of Delaware,*  
*do hereby certify* that the "Servomation Corp.", filed a Certificate of Amendment,  
changing its corporate title to "Service America Corporation", on the seventh day of  
August, A.D. 1985, at 2:46 o'clock P.M.

In Testimony Whereof, *I have hereunto set my hand*  
*and official seal at Dover this* fourth *day*  
*of* October *in the year of our Lord*  
*one thousand nine hundred and* eighty-five



*Michael Harkins*  
Michael Harkins, Secretary of State





STATE OF MISSOURI  
OFFICE OF SECRETARY OF STATE  
JEFFERSON CITY 65101

314 / 751- 4178

October 1 1986

Allegheny Beverage Corporation  
Macke Circle  
Cheverly MD 20781  
ATTN: EMMA THOMPSON

RE: SERVICE AMERICA CORPORATION d/b/a SERVICE AMERICA CORPORATION OF  
DELAWARE (#F00163729)

Dear Sir or Madam:

This is to advise you that on the date shown below we have filed  
for record in this office a merger between:

MACKE MIDWEST, INC. (#F00232248)

INTO:

SERVICE AMERICA CORPORATION d/b/a SERVICE AMERICA CORPORATION OF  
DELAWARE (#F00163729)

The merger was filed in this office on October 1 1986.

The merger was filed in the home state of survivor on September 5 1985.

The Survivor is qualified to transact business in Missouri.

The fee for filing a merger is \$20.00, plus \$1.00 for each additional  
foreign corporation qualified in Missouri over two in number. If you  
did not send us a check for that amount, a bill for the correct amount  
is being sent to you.

Very truly yours,

ROY D. BLUNT  
Secretary of State

Corporation Division  
Merger Desk  
314/751- 4178

FILED

OCT 1 1986

*Roy D. Blunt*  
SECRETARY OF STATE



Office of Secretary of State

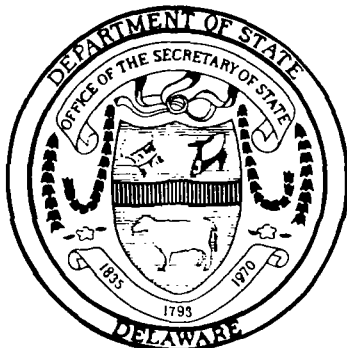
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF  
DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF AGREEMENT OF MERGER  
OF "MACKE MIDWEST, INC." MERGING WITH AND INTO "SERVICE AMERICA  
CORPORATION" UNDER THE NAME OF "SERVICE AMERICA CORPORATION" WAS  
RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF SEPTEMBER,  
A.D. 1985, AT 9 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1

FILED

OCT 1 1986

*Roy D. Blount*  
SECRETARY OF STATE



726261115

*Michael Harkins*  
Michael Harkins, Secretary of State

AUTHENTICATION: 10949531

DATE: 09/18/1986



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

## CORPORATION DIVISION

### Statement of Change of Business Office of a Registered Agent of a Foreign or Domestic Corporation

#### INSTRUCTIONS

There is a \$5.00 fee for filing this statement. It must be filed in **DUPLICATE** for the corporation listed in the statement. All copies must be signed and notarized. The registered agent should sign in his individual name, unless the registered agent is a corporation, in which case the statement shall be executed by its president or vice president and verified by him, sealed with the corporate seal and attested by its secretary or an assistant secretary.

Make check payable to "Director of Revenue."

This form is for use by a registered agent **ONLY**.

# RECEIVED

To: SECRETARY OF STATE  
P.O. Box 778  
Jefferson City, Missouri 65102

JAN 25 1988

Charter No. F00163729

The undersigned registered agent, for the purpose of changing the business office in Missouri as provided by the provisions of "The General and Business Corporation Act in Missouri," represents that:

1. The name of the corporation (in Missouri) is SERVICE AMERICA CORPORATION OF DELAWARE
2. The name of this registered agent is C T CORPORATION SYSTEM
3. The address, including street number, if any, of the PRESENT business office of the registered agent is 314 North Broadway, St. Louis, Missouri 63102
4. The address, including street number, if any, of the business office of the registered agent is hereby CHANGED TO 906 Olive Street, St. Louis, Missouri 63101
5. Notice in writing of the change has been mailed by the registered agent to the corporation named above.
6. The address of the registered office of the corporation named above and the business office of the registered agent, as changed, is identical.

IN WITNESS WHEREOF, the undersigned registered agent has caused this report to be executed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

**Signature of Registered Agent**

State of \_\_\_\_\_ } ss  
County of \_\_\_\_\_ }

On this \_\_\_\_\_ day of \_\_\_\_\_, in the year 19\_\_\_\_\_,  
before me, \_\_\_\_\_, a Notary Public in and for said state,  
personally appeared \_\_\_\_\_ known to me to be the person  
who executed the within Statement of Change of Business Office and acknowledged to me that \_\_\_\_\_ executed the same for  
the purposes therein stated.

(Notarial Seal)

**Notary Public**

My commission expires \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its ASSISTANT VICE-PRESIDENT, attested by its SECRETARY or ASSISTANT SECRETARY this 19th day of January, 1988

(Corporate Seal) C T CORPORATION SYSTEM  
CORPORATE SEAL  
1936  
DELAWARE  
If no seal, state "none".

## CHCORPORATION SYSTEM

Name of Corporation

By

Assistant Vice-President

Attest:

Fred Russell  
Secretary or Assistant Secretary

State of New York  
County of New York } ss.

On this 19<sup>th</sup> day of January 1988 in the year 19 88  
before me Regina Dunn SECRETARY OF STATE Public in and for said state.  
personally appeared Russell C. Edwards, Assistant Vice President

**C T Corporation System**  
Name of Corporation

who executed the within Statement of Change of Business Office in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notarial Seal)

*Regina M. Dunn*  
Notary Public  
My commission expires \_\_\_\_\_ REGINA M. DUNN  
Notary Public, State of New York  
No. 31-4726520  
Qualified in New York County  
Commission Expires March 30, 1988

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**  
CORPORATION DIVISION

**CERTIFICATE OF MERGER**  
**FOREIGN CORPORATION SURVIVING**

WHEREAS, Articles of Merger of the following corporations:

**DAVIS REDEVELOPMENT CORPORATION (#00196020) INTO:**

**SERVICE AMERICA CORPORATION d/b/a**

**SERVICE AMERICA CORPORATION OF DELAWARE (#F00163729)**

Organized and existing under the laws of Missouri Delaware  
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of the  
State of Missouri, issue this Certificate of merger, certifying  
to the foregoing and certifying that the merger of the aforementioned  
corporations with

**SERVICE AMERICA CORPORATION d/b/a**

**SERVICE AMERICA CORPORATION OF DELAWARE (#F00163729)**

as the surviving corporation, shall be effective on the date on  
which the same becomes effective in the State of Delaware

Effective date: **January 7 1997 .**

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
**4th DAY OF February , 19 97**

*Rebecca McDowell Cook*  
Secretary of State



\$30.00



# State of Missouri

Rebecca McDowell Cook, Secretary of State  
P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division **FILED AND CERTIFICATE  
ISSUED**

## Articles of Merger

FEB 4 1997

(Section 351.447, RSMo)  
(To be submitted in duplicate)

*Rebecca McDowell Cook*  
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

- (1) That Service America Corporation of Delaware  
(Name of Corporation) (Parent State)
- (2) That Davis Redevelopment Corporation of Missouri  
(Name of Corporation) (Parent State)
- (3) That \_\_\_\_\_ of \_\_\_\_\_  
(Name of Corporation) (Parent State)

are hereby merged and that the above named Service America Corporation  
(Name of Corporation)  
is the surviving corporation.

- (4) That the Board of Directors of Service America Corporation  
(Name of Corporation)  
met on 1/6/97 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

- (5) That the Board of Directors of Davis Redevelopment Corporation  
(Name of Corporation)  
met on 1/6/97 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.

- (6) ~~That the Board of Directors of \_\_\_\_\_~~  
~~(Name of Corporation)~~  
~~met on \_\_\_\_\_ and by resolution adopted by a majority vote of the members of such board approved~~  
~~the Plan of Merger set forth in these articles.~~

- (7) That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.

- (8) That the resolution of the Board of Directors of the parent corporation, Service America Corporation  
, approving the Plan of Merger is as follows:

RESOLVED, that this Board of Directors of Service America Corporation does hereby approve the following Plan of Merger for the purpose of merging Davis Redevelopment Corporation into Service America Corporation.

- (9) That the parent corporation, Service America Corporation  
is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.

### (10) PLAN OF MERGER

1. Service America Corporation of Delaware  
is the survivor.

2. All of the property, rights, privileges, leases and patents of the Davis Redevelopment Corporation  
XXXXXXXXXX  
XXXXXXXXXX  
are to be transferred to and become the property of Service America Corporation

XXXXXXXXXX the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of Service America Corporation shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.

4. (To be completed if the parent corporation does not own all of the outstanding shares of each of the subsidiary corporations party to the merger.)

The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is not owned by the parent corporation is as follows:

5. (To be completed if the parent corporation is not the surviving corporation.)

a. The outstanding shares of \_\_\_\_\_  
parent corporation, shall be exchanged for shares of \_\_\_\_\_  
\_\_\_\_\_, surviving corporation on the following basis:

b. The proposed merger has been approved by receiving the affirmative vote of at least two-thirds of the outstanding shares of \_\_\_\_\_,  
parent corporation, entitled to vote thereon at a meeting thereof duly called and held on \_\_\_\_\_  
\_\_\_\_\_ at \_\_\_\_\_.

6. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is Service America Corporation, 100  
First Stamford Place, P.O. Box 10203, Stamford, CT 06904;

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor ~~XXX~~ are not amended as follows:

Corporation  
Incorporated  
in  
State of  
Connecticut

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

Corporate Seal

ATTEST:

By [Signature]  
Its Secretary or Assistant Secretary

Corporate Seal

ATTEST:

By [Signature]  
Its Secretary or Assistant Secretary

Corporate Seal

ATTEST:

By \_\_\_\_\_  
Its Secretary or Assistant Secretary

Service America Corporation

(Name of Corporation)

By

[Signature]  
(Its President or Vice President)

Davis Redevelopment Corporation

(Name of Corporation)

By

[Signature]  
(Its President or Vice President)

(Name of Corporation)

By

(Its President or Vice President)

State of Connecticut

County of Fairfield

} ss.

On this 29th day of January in the year 19 97, before me  
Janis L. Melfi, Notary Public in and for said state, personally  
appeared John T. Dee, President,  
(Name) (Title)

Service America Corporation known to me to be the person who executed the within Articles  
(Name of Corporation)  
of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein  
stated.

(Notarial Seal)

[Signature]  
Notary Public

My commission expires \_\_\_\_\_



State of Connecticut  
County of Fairfield } ss.

On this 29th day of January in the year 19 97, before me  
Janis L. Melfi, Notary Public in and for said state, personally  
appeared John T. Dee, President

Service America Corporation known to me to be the person who executed the within Articles  
(Name of Corporation) of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein  
stated.

(Notarial Seal)

Janis L. Melfi  
Notary Public  
**JANIS L. MELFI**  
**NOTARY PUBLIC**  
My commission expires MAY 21, 1998

SECRETARY OF STATE  
JAN 11 1997

State of \_\_\_\_\_  
County of \_\_\_\_\_ } ss. **ISSUED**  
On this \_\_\_\_\_ day of \_\_\_\_\_ in the year 19 \_\_\_\_\_, before me  
\_\_\_\_\_, Notary Public in and for said state, personally  
appeared \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_, \_\_\_\_\_  
(Name of Corporation) known to me to be the person who executed the within Articles  
of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein  
stated.

(Notarial Seal)

\_\_\_\_\_  
Notary Public  
My commission expires \_\_\_\_\_

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DAVIS REDEVELOPMENT CORPORATION" A MISSOURI CORPORATION, WITH AND INTO "SERVICE AMERICA CORPORATION" UNDER THE NAME OF "SERVICE AMERICA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

FILED AND CERTIFICATE  
ISSUED

FEB 4 1997

*Rebecca M. ...*  
SECRETARY OF STATE



*Edward J. Freel*

Edward J. Freel, Secretary of State

0558315 8330

971017463

AUTHENTICATION:

8290088

DATE:

01-17-97



State of Missouri  
Rebecca McDowell Cook, Secretary of State  
P.O. Box 778, Jefferson City, Mo. 65102  
Corporation Division

Statement of Change of Business Office  
of a Registered Agent

FILED

APR 20 1998

Instructions

1. The filing fee for this change is \$10.00. Change must be filed in **DUPLICATE** *McDowell*
2. P.O. Box may only be used in conjunction with Street, Route or Highway. *SECRETARY OF STATE*
3. Agent and address must be in the State of Missouri.
4. The corporation or limited partnership cannot act as its own registered agent. The registered agent should sign in his individual name, unless the registered agent is a corporation, in which case the execution should be by proper officers.

Charter No. F00163729

The undersigned registered agent, for the purpose of changing its business office in Missouri as provided by the provisions of "The General and Business Corporation Act in Missouri," or the "Missouri Uniform Limited Partnership Law," represents that:

1. The name of the corporation/limited partnership is SERVICE AMERICA CORPORATION OF DELAWARE
2. The name of this registered agent is C T Corporation System
3. The address, including street number, if any, of the present business office of the registered agent is 906 Olive Street, St. Louis, Missouri 63101
4. The address, including street number, if any, of the business office of the registered agent is hereby changed to 120 South Central Avenue, Clayton, Missouri 63105
5. Notice in writing of the change has been mailed by the registered agent to the corporation/limited partnership named above.
6. The address of the registered office of the corporation/limited partnership named above and the business office of the registered agent, as changed, is identical.

(Over)

*Kenneth J. Uva*  
Kenneth J. Uva,  
Vice President

March 27, 1998